

RECORDATION NO. 28654 FILED

JAN 19 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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URBAN A. LESTER

January 19, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, D.C. 20423

Contract 3-8779 Rider 2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents

The name and address of the party to the enclosed document are.

Lessor: American Railcar Leasing LLC
620 North Second Street
St Charles, Missouri 63301

[Lessee: Ashland Inc.
5200 Blazer Parkway
Dublin, OH 43017]

Section Chief
January 19, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

61 railcars within the series SHPX 205122 - SHPX 206684 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

JAN 19 '10 -3 00 PM

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Ashland Inc., a Kentucky Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

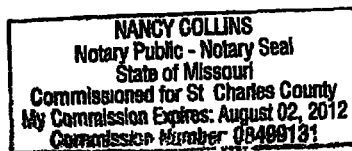
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

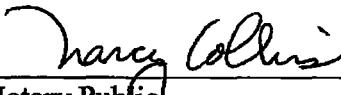
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Ashland Inc.

Contract 3-8779 rider 2 dtd 1/13/09

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205122
	Tank	SHPX	205160
	Tank	SHPX	205169
	Tank	SHPX	205195
	Tank	SHPX	205209
	Tank	SHPX	205215
	Tank	SHPX	205236
	Tank	SHPX	205240
	Tank	SHPX	205263
	Tank	SHPX	205268
	Tank	SHPX	205296
	Tank	SHPX	205871
	Tank	SHPX	205872
	Tank	SHPX	205873
	Tank	SHPX	205874
	Tank	SHPX	205878
	Tank	SHPX	205882
	Tank	SHPX	205896
	Tank	SHPX	205897
	Tank	SHPX	205898
	Tank	SHPX	205899
	Tank	SHPX	205900
	Tank	SHPX	205902
	Tank	SHPX	205904
	Tank	SHPX	205907
	Tank	SHPX	205910
	Tank	SHPX	205912
	Tank	SHPX	205913
	Tank	SHPX	205914
	Tank	SHPX	205916
	Tank	SHPX	205918
	Tank	SHPX	205920
	Tank	SHPX	205922
	Tank	SHPX	205923

Schedule A

Equipment

Ashland Inc.

Contract 3-8779 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205924
	Tank	SHPX	205928
	Tank	SHPX	205930
	Tank	SHPX	205933
	Tank	SHPX	205936
	Tank	SHPX	205938
	Tank	SHPX	205941
	Tank	SHPX	205942
	Tank	SHPX	205947
	Tank	SHPX	205948
	Tank	SHPX	205949
	Tank	SHPX	205951
	Tank	SHPX	205952
	Tank	SHPX	205954
	Tank	SHPX	205955
	Tank	SHPX	205958
	Tank	SHPX	205959
	Tank	SHPX	205960
	Tank	SHPX	205961
	Tank	SHPX	205963
	Tank	SHPX	205964
	Tank	SHPX	205966
	Tank	SHPX	205968
	Tank	SHPX	205969
	Tank	SHPX	205970
	Tank	SHPX	206639
	Tank	SHPX	206684

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

1/19/2010



Robert W Alvord